

**BYLAWS
OF
OUTSPOKANE
(the “Corporation”)**

**ARTICLE I
OFFICES**

The principal office of the Corporation shall be located at its principal place of business or such other place as the Board of Directors may designate. The Corporation may have such other offices, either within or without the State of Washington, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

**ARTICLE II
MEMBERSHIP**

The Corporation shall have no members.

**ARTICLE III
BOARD OF DIRECTORS**

3.1 General Powers. The business and affairs of the Corporation shall be conducted under the direction of, and the control and disposal of the Corporation’s properties and funds shall be vested in, its Board of Directors, except as otherwise provided in the Washington Nonprofit Corporation Act (the “Act”), the Corporation’s Articles of Incorporation or these Bylaws.

3.2 Qualifications. Directors shall be individuals and have such other qualifications as the Board of Directors may prescribe by resolution or amendment to these Bylaws.

3.3 Duties of Directors. Each director shall perform the duties of a director, including the duties as a member of any committee of the Board of Directors upon which the director may serve, in good faith, and in a manner that such director believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

3.4 Number of Directors. The Board of Directors shall consist of a minimum of three (3) and not more than nine (9) directors. The number of directors shall be set from time to time by a majority vote of the entire Board of Directors, unless otherwise increased or decreased as hereinafter provided. The number of directors may be increased or decreased (within the stated limits) at any time and from time to time by a majority vote of the Board of Directors or by amendment to these Bylaws, provided that no decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

3.5 Election. Unless the Board of Directors is reducing the number of directors as provided in these Bylaws, the Board of Directors shall appoint, by vote, a successor director to replace each director whose term is ending. The Board of Directors may make any such appointment at the annual meeting at which the director's term is scheduled to end or at any other agreed upon meeting.

3.6 Term. Directors shall serve for a term of two (2) years, commencing on the date of election and each director shall hold office until his or her successor is elected and qualified, or until his or her death, resignation or removal. At each subsequent annual meeting of directors, the successors of those directors whose terms then expire shall be elected to serve for a term of two (2) years and until their successors are elected and qualified, or until their death, resignation or removal. Any director, including the initial directors, may serve an unlimited number of terms, including successive terms, and shall not be disqualified by reason of having served previously as a director.

3.7 Increase in Number. If the Board of Directors increases the number of directors as provided in these Bylaws, such position shall be filled by the affirmative vote of a majority of the remaining Board of Directors even though less than a quorum of the Board of Directors may be present at the meeting. The Board of Directors may make any such appointment at any of its meetings.

3.8 Vacancies. The Board of Directors may appoint an individual to fill any vacancy in the position of director. The Board of Directors may do so at any meeting of the Board of Directors by the affirmative vote of a majority of the remaining directors even if less than a quorum of the Board of Directors is present at the meeting. A director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

3.9 Resignation. Any director may resign at any time by delivering notice, in any manner and by any means permitted under the Act, to the chair or the secretary at the principal office of the Corporation, or by giving such notice at any meeting of the Board of Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective; provided however, that if the resignation would result in the Corporation having no director or no director capable of serving as such, the resigning director shall continue to serve as a director until a successor director is appointed and qualified as provided in these Bylaws or by resolution of the Board of Directors.

3.10 Removal. At a meeting called expressly for that purpose, the Board of Directors may remove from office, with or without cause, one or more directors as long as there is at least one director remaining after such removal.

3.11 Compensation. Directors shall not receive compensation for their services as such, although the reasonable expenses of directors for attendance at Board of Directors meetings may be paid or reimbursed by the Corporation. Directors shall not be disqualified from

receiving reasonable compensation for services rendered to or for the benefit of the Corporation in any other capacity.

3.12 Standing or Temporary Committees. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more standing or temporary committees, each of which shall:

- (a) Consist of one (1) or more directors;
- (b) Be governed by the same rules regarding meetings, action without meetings, notice, and waiver of notice, and quorum and voting requirements as applied to the Board of Directors; and
- (c) To the extent provided in such resolution, have and may exercise all the authority of the Board of Directors; provided, however, that the Board of Directors may not delegate its authority to:
 - (i) amend, alter, or repeal these Bylaws;
 - (ii) elect, appoint, or remove any member of any such committee or any director or officer of the Corporation;
 - (iii) amend the Articles of Incorporation;
 - (iv) adopt a plan of merger or consolidation with another corporation;
 - (v) authorize the sale, lease, or exchange of all or substantially all of the property and assets of the Corporation, not in the ordinary course of business;
 - (vi) authorize the voluntary dissolution of the Corporation or revoke proceedings therefor;
 - (vii) adopt a plan for the distribution of the assets of the Corporation; or
 - (viii) amend, alter, or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it by law. The Board of Directors shall have the power at any time to change the members of any such committee, to fill vacancies, and to discharge any such committee.

3.12.1 Quorum; Manner of Acting. A majority of the number of directors composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

3.12.2 Resignation of Committee Member. Any member of any committee may resign at any time by delivering notice, in any manner and by any means permitted under the Act, thereof to the chair, the secretary or the chairperson of such committee, or by giving such notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.12.3 Removal of Committee Member. The Board of Directors, by resolution adopted by a majority of the directors in office, may remove from office any member of any committee elected or appointed by it.

ARTICLE IV MEETINGS OF BOARD OF DIRECTORS

4.1 Annual Meeting. The annual meeting of the Board of Directors shall be held during the month of August on the date and at the time each year as determined by the Board of Directors, for the purpose of electing directors and officers and for transacting such other business as may properly come before the meeting. The failure to hold an annual meeting at the time stated in these Bylaws does not affect the validity of any corporate action.

4.2 Place of Meetings. All meetings shall be held at the principal office of the Corporation or at such other place within or without the State of Washington designated by the Board of Directors, by any persons entitled to call a meeting or by a waiver of notice executed by all directors.

4.3 Regular Meetings. By resolution, the Board of Directors may specify the date, time and place for the holding of regular meetings of the Board of Directors or any committee designated by the Board of Directors without any notice other than such resolution. If no such resolution is adopted, then the Board of Directors may call meetings pursuant to the notice provisions set forth in Section 4.9.

4.4 Special Meetings. Special meetings of the Board of Directors or any committee designated by the Board of Directors may be called by or at the request of the chair or any one or more of the directors in office, in any manner and by any means permitted under the Act, or in the case of a committee meeting, by the chair of the committee. The person or persons authorized to call special meetings may fix the place, either within or without the State of Washington, and time for holding any special Board of Directors or committee meeting called by them. Notice of a special meeting shall be given as provided in Section 4.9.

4.5 Participation by Telephone. Members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of such Board of

Directors or committee by means of a conference telephone or similar communications equipment by which means all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

4.6 Presumption of Assent. A director present at a Board of Directors meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless:

- (a) The director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding it or transacting business at the meeting;
- (b) The director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
- (c) The director files dissent or abstention, in any manner and by any means permitted under the Act, to such action with the person acting as the secretary of the meeting before the adjournment thereof.
- (d) The director forwards such dissent or abstention by registered mail to the secretary of the Corporation immediately after the adjournment of the meeting; provided, however, that such right to dissent or abstain shall not apply to a director who voted in favor of such action.

4.7 Quorum. Unless a greater portion is required by these Bylaws, the Articles of Incorporation, or applicable Washington law, a majority of the directors fixed by, or in the manner provided by these Bylaws, shall constitute a quorum for the transaction of business or any particular item of business at any Board of Directors meeting, but in no event shall a quorum consist of less than one-half plus one of the number of directors so fixed or stated. If a quorum is not present at a meeting, a majority of the directors present may adjourn the meeting and set a date and time for the meeting to reconvene without further notice.

4.8 Manner of Acting. Each director shall be entitled to one (1) vote and the act of the majority of the directors present at a meeting at which there is a quorum shall be the act of the Board of Directors, unless the act of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law. A director may not vote or act by proxy at any meeting of directors.

4.9 Notice of Meetings. For any meeting of the Board of Directors or any committee designated by the Board of Directors for which notice is required by these Bylaws or by applicable Washington law, a notice stating the place, day and hour of the meeting shall be given to each director at least seven (7) days prior thereto by any manner and by any means permitted under the Act (and the method of notice need not be the same to each director). If notice is mailed, the notice shall be deemed effective when deposited in the United States mail properly addressed with postage thereon prepaid. If sent by facsimile or other electronic means, such notice shall be deemed effective when the facsimile machine or other electronic means prints or acknowledges that the transmission was successfully executed. Neither the business to be

transacted at, nor the purpose of, any regular or special meeting of the Board of Directors or any committee designated by the Board of Directors need be specified in the notice.

4.10 Waiver of Notice

4.10.1 Waiver by Communication. Whenever any notice is required to be given to any director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in any manner and by any means permitted under the Act, executed by the director entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the waiver of notice of such meeting.

4.10.2 Waiver by Attendance. Attendance of a director or a committee member at a meeting shall constitute a waiver of notice of such meeting, except where a director or a committee member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE V ACTIONS BY UNANIMOUS CONSENT IN LIEU OF MEETING

Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the state of Washington, to be taken at a meeting of the directors of the Corporation or at a meeting of a committee may be taken without a meeting if a consent, given in any manner and by any means permitted under the Act, setting forth the action so taken, shall be executed by all of the directors or all of the members of the committee, as the case may be, entitled to vote with respect to the subject matter thereof. Such consents may be executed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Such consent shall have the same force and effect as a unanimous vote, and may be described as such. Any such consent shall be inserted in the minute book as if it were the minutes of a meeting of the Board of Directors.

ARTICLE VI OFFICERS

6.1 Number. The officers of the Corporation shall be a chair, a co-chair, a secretary, and a treasurer, each of whom shall be elected by the Board of Directors. Other officers and assistant officers may be elected or appointed by the Board of Directors, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board of Directors. Any officer may be assigned by the Board of Directors any additional title that the Board of Directors deems appropriate. Any two or more offices may be held by the same person, except the offices of chair and secretary.

6.2 Chair. The chair shall be the chief executive officer of the Corporation and, subject to the Board of Directors' control, shall supervise and control all of the assets, business and affairs of the Corporation. The chair may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the chair shall perform all duties incident to the office of chair and such other duties as are assigned to him or her by the Board of Directors from time to time.

6.3 Co-Chair. The Board of Directors will elect a co-chair who shall assist the chair in carrying out the programs of the Corporation. In the event of the death of the chair or his or her inability to act, the co-chair shall perform the duties of the chair, except as may be limited by resolution of the Board of Directors, with all the powers of and subject to all the restrictions upon the chair. The co-chair shall have, to the extent authorized by the chair or the Board of Directors, the same powers as the chair to sign deeds, mortgages, bonds, contracts or other instruments. The co-chair shall perform such other duties as from time to time may be assigned to them by the chair or the Board of Directors. The Co-Chair shall assume the office of chair the year following his or her term as co-chair.

6.4 Secretary. The secretary shall be responsible for ensuring that minutes of meetings of the Board of Directors are recorded and maintained, and to the extent minutes of meetings of committees of the Board of Directors are recorded, that such minutes are maintained; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records of the Corporation or appoint such person or entity as is appropriate to act as such custodian; ensure that records are kept of the name and address of each director and each officer; sign with the chair, or other officer authorized by the chair or the Board of Directors, deeds, mortgages, bonds, contracts, or other instruments; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the chair or the Board of Directors.

6.5 Treasurer. The treasurer shall have charge of and be responsible for all funds and securities of the Corporation; ensure that monies due and payable to the Corporation from any source whatsoever are properly received and that receipts are given for said monies; ensure that all such monies are deposited in the name of the Corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of treasurer and such other duties as may be assigned to him or her by the chair or the Board of Directors. If requested by the Board of Directors, at the Corporation's expense, the treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board of Directors may determine.

6.6 Election and Term of Office. The officers of the Corporation shall be elected each year by the Board of Directors at its annual meeting. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board of Directors or, if later, until his or her successor is elected.

6.7 Vacancies. A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board of Directors for the unexpired portion of the term or for a new term established by the Board of Directors.

6.8 Resignation. Any officer may resign at any time by delivering notice, in any manner and by any means permitted under the Act, to the chair, co-chair, the secretary or any director, or by giving such notice at any meeting of the Board of Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.9 Removal. Any officer or agent elected or appointed by the Board of Directors may be removed from office, with or without cause, by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

6.10 Compensation; Contract Rights. The salaries, if any, of the officers and agents shall be limited to reasonable compensation for services, as fixed from time to time by the Board of Directors or by any person or persons to whom the Board of Directors has delegated such authority. No officer shall be prevented from receiving a salary by reason of the fact that he or she is a director of the Corporation. Officers and agents may also receive reimbursement for reasonable expenditures incurred on behalf of the Corporation. Election or appointment of an officer or agent shall not of itself create contract rights.

ARTICLE VII CONFLICT OF INTEREST

7.1 Conflict Defined. A conflict of interest may exist when the interests or activities of any director, officer or staff member may be seen as competing with the interests or activities of the Corporation, or the director, officer or staff member derives a financial or other material gain as a result of a direct or indirect relationship.

7.2 Conflicts of Interest Policy. The Board of Directors may adopt a conflicts of interest policy and procedures to implement the provisions of this Article.

7.3 Disclosure Required. Any possible conflict of interest shall be disclosed to the Board of Directors by the person concerned, if that person is a director or the chair of the Corporation, or to the chair (or such person as the chair may designate) if the person with the potential conflict is a staff member or any other officer.

7.4 Abstention from Vote. When any conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person shall call it to the attention of the Board of Directors or its appropriate committee and such person shall not vote on the matter; provided, however, that any director disclosing a possible conflict of interest may be counted in

determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof.

7.5 Absence from Discussion. Unless requested to remain present during the meeting, the person having the conflict shall retire from the room in which the Board of Directors or its committee is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the Board of Directors or committee with any and all relevant information.

7.6 Minutes. The minutes of the meeting of the Board of Directors or committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors or its committee, excluding the person concerning whose situation the doubt has arisen.

7.7 Annual Review. A copy of this conflict of interest bylaw and any conflicts of interest policy adopted by the Board of Directors shall be furnished to each director, officer and senior staff member who is presently serving the Corporation, or who may thereafter become associated with the Corporation. This policy shall be reviewed annually for the information and guidance of directors, officers and staff members. Any new directors, officers or staff members shall be advised of this policy upon undertaking the duties of such office.

ARTICLE VIII ADMINISTRATIVE PROVISIONS

8.1 Books and Records. The Corporation shall keep the following records at its registered office or its principal office in this state:

- (a) Current copies of its Articles of Incorporation and Bylaws, as amended;
- (b) Correct and adequate records of accounts and finances;
- (c) A record of officers' and directors' names and addresses;
- (d) Minutes of the proceedings of its Board of Directors, and any minutes which may be maintained by committees having any of the authority of the Board of Directors; and
- (e) Such other records as may be necessary or advisable.

Such records may be made in any manner and by any means permitted under the Washington Nonprofit Corporation Act. All books and records of the Corporation shall be open at any reasonable time to inspection by any director.

8.2 Fiscal Year. The accounting year of the Corporation shall be the twelve months ending July 31st.

8.3 Corporate Seal. The Board of Directors may provide for a corporate seal which shall have inscribed thereon the name of the corporation, the year and the state of incorporation and the words “corporate seal.”

8.4 Loans to Directors and Officers Prohibited. No loans or advances shall be made by the Corporation to any of its directors or officers.

8.5 Rules of Procedure. The Board of Directors shall appoint one director to act as chairperson for any term selected by the Board of Directors. The chairperson of the Board of Directors shall set the agenda for each meeting of the Board of Directors. The rules contained in the most recent edition of Robert’s Rules of Order, newly revised, shall govern all meetings of directors where those rules are not inconsistent with the Articles of Incorporation, Bylaws, or other rules of order of this Corporation.

8.6 Amendment of Bylaws. These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the Board of Directors at any annual or special meeting of the Board of Directors.

CERTIFICATE OF ADOPTION

The undersigned Secretary of OutSpokane does hereby certify that the above and foregoing Bylaws of said Corporation were adopted by the Board of Directors as the Bylaws of said Corporation and that the same do now constitute the Bylaws of this Corporation.

DATED this 22 day of July, 2005.

Jeremy Bolton, Secretary